



BYLAWS
of
Grace Church in the Mountains
Waynesville, North Carolina

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Preamble

Grace Church in the Mountains, Waynesville, North Carolina (the “Parish”), adopts these bylaws to govern its corporate and temporal affairs as an unincorporated nonprofit association organized under the laws of the State of North Carolina, and to conform its conduct with the requirements of the Constitution and Canons of the Episcopal Diocese of Western North Carolina (the “Diocese”) and the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the “Church”).

ARTICLE 1

Definitions

Capitalized terms used in these Bylaws have the meanings provided in this Article I unless defined elsewhere in these Bylaws:

“Clergy” means those persons identified as or considered to be clergy in accordance with Church Canons and Diocesan Canons.

“Diocesan Convention” means the annual or any special Convention of the Diocese as addressed in the Diocesan Canons.

“Ecclesiastical Law” means both the Constitution and Canons of the General Convention of the Church as amended from time to time and the Constitution and Canons of the Diocese as amended from time to time.

“Executive Council” means the Executive Council of the Diocese as constituted from time to time.

“Ecclesiastical Authority” means a Bishop Diocesan, Bishop Coadjutor or Suffragan Bishop canonically authorized to act for the Diocese, and in the absence of any such person the Standing Committee of the Diocese as constituted from time to time.

“Parish Register” means that parish register required to be kept and maintained by the Parish as set forth in the Church Canons and Diocesan Canons.

“Qualified Member” means a member of the Parish who (a) is sixteen (16) years of age or older, (b) has made a mature public affirmation of his or her faith and commitment to the responsibilities of his or her baptism and has been confirmed or received by the laying on of hands by a bishop of the Church or by a bishop of a church in communion with the Church, (c) has received Holy Communion in the Church at least three times during the preceding year, and (d) has otherwise been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God.

"Rector" means the rector of the Parish or in the absence of a rector a priest-in-charge, although such priest-in-charge shall exercise his or her duties subject to the authority of the Ecclesiastical Authority, notwithstanding any provision in these Bylaws to the contrary.

"Standing Committee" either refers to the Standing Committee of the Diocese or to Vestry Standing Committees, particular to this parish

"Voting Member" means a member or associate member of the Parish who is sixteen (16) years of age or older who has contributed to the support of the Parish financially or otherwise during the six (6) months preceding any election and who has been a communicant at least three times in the prior year.

"Wardens" means the Senior Warden and Junior Warden of the Parish as nominated by the Rector and elected by the Vestry from time to time.

ARTICLE 2 Members of the Parish

2.1 ***Parish Members.*** All persons whose Baptism, Confirmation, Reception or Letter of Transfer has been recorded in this church. It is expected that each member shall exhibit service, prayer, and giving.

2.1a. ***Associate Members:*** Those who contribute to the support of the parish financially, have been a communicant three times in the prior year but whose baptism, membership, or confirmation are recorded at another parish.

2.2 ***List of Members and Questions of Eligibility.*** The Secretary, with assistance from the Rector and in reliance upon information set forth in the Parish Register, shall keep a list of the members of the Parish, which shall identify which of the Parish's members and associate members are eligible to vote at Parish Meetings (voting members) and which members and associate members are qualified to serve in positions requiring Confirmation or Reception into The Episcopal Church (qualified members). Any question concerning a person's classification as a Voting Member or a Qualified Member must be raised before voting begins at any election. The Rector shall make a recommendation to the Vestry to resolve any such questions, and the Vestry's decision shall be final.

ARTICLE 3 Parish Meetings

3.1 ***Annual Meeting.*** The Parish shall hold an annual meeting of its members each year on a date and at a time and place appointed by the Vestry. The purposes for the annual meeting shall be to elect Vestry members to fill the positions of those Vestry members whose terms will be expiring, receive the budget and reports, and conduct such other business as may properly come before the meeting. All members and associate members of the Parish shall have seat and voice at

an annual Parish meeting, but only Voting Members shall have the right to cast a vote in any election or other matter requiring a vote.

3.2 ***Special Meeting.*** The Rector, in consultation with the Wardens, may call a special Parish meeting at any time. In addition, the Vestry shall call a special Parish meeting upon the written request of ten percent (10%) or more of the Voting Members. The Parish may transact only the business set forth in the notice of the special meeting. All members of the Parish shall have seat and voice at a special Parish meeting, but only Voting Members shall have the right to cast a vote in any election or other matter requiring a vote.

3.3 ***Notice.*** Notice of a Parish meeting is to be given to the Ecclesiastical Authority and all members of the Parish at least fourteen (14) days in advance of such meeting. Such notice must include the date, time and place of the meeting, the purpose of the meeting if it is a special meeting, and in the case of the annual meeting the slate of candidates for election to the Vestry proposed by the Nominating Committee. The Secretary shall be responsible for ensuring that notice of the Parish meeting is given as herein required, and in the absence of a Secretary the Wardens shall be responsible for ensuring that the required notice is given.

3.4 ***List of Voting Members and Qualified Members.*** At least ten (10) days before every Parish meeting, the Secretary shall make available for examination at the office of the Parish during normal business hours the list of Voting Members and Qualified Members. Any member of the Parish may review the list for any purpose germane to the scheduled meeting.

3.5 ***Remote Participation.*** Members of the Parish may participate in an annual or special meeting of the Parish, or conduct the meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

3.6 ***Quorum.*** The presence of twenty five percent (25%) of the Voting Members shall constitute a quorum at a Parish Meeting for the transaction of business.

3.7 ***Vote.*** Resolutions presented at a Parish meeting are carried by the affirmative votes of a majority of the Voting Members present and voting. As for elections, they are to be by written ballot or through electronic means for those participating remotely. If an election is uncontested, the presiding officer may declare the candidate(s) elected by acclamation. Voting by proxy is not permitted. Voting by absentee ballot is permitted when requested by members in advance of the meetings. The Rector, in consultation with the Wardens, may approve such requests by following a Vestry-approved absentee ballot policy. From the nominees presented by the Nominating Committee, persons shall be elected for the positions to be filled by a plurality of the votes cast at such meeting by the Voting Members.

3.8 ***Presiding Officer.*** The Rector shall preside at all Parish meetings. In the Rector's absence, the Wardens shall preside according to seniority by title. Should neither the Rector nor the Wardens be present, then the Secretary or Treasurer (in this order) shall preside at such meeting.

3.9 ***Rules of Procedure.*** Unless governed by Ecclesiastical Law, any specific bylaw or any special rule of order that may be adopted, the latest edition of Robert's Rules of Order shall govern as to all matters of parliamentary procedure at any Parish meeting.

3.10 ***Failure of Parish to Elect a Vestry.*** Upon the failure of the members of this Parish to assemble and elect a Vestry, the Ecclesiastical Authority, with the advice and consent of the Standing Committee, may appoint three Trustees of the Diocese to take charge of the property of the Parish and to exercise all rights and functions of the Vestry of this Parish until the Parish shall elect a Vestry.

ARTICLE 4 **Rector and Assistant Rectors**

4.1 ***Authority and Responsibilities of Rector.*** The Rector is the chief executive officer of the Parish and as such he or she vested with authority over and responsibility for the conduct of the worship and the spiritual growth of the Parish, subject to the Rubrics of the Book of Common Prayer, Ecclesiastical Law and the pastoral direction of the Ecclesiastical Authority. The Rector shall have such other responsibilities as prescribed by Ecclesiastical Law.

4.2 ***Election and Qualification of Rector.*** When the Parish desires to elect a Rector, the Vestry shall obtain guidance from the Ecclesiastical Authority as to the Ecclesiastical Authority's requirements with regard to such process. At least thirty (30) days before an election, the Vestry shall notify the Ecclesiastical Authority of the candidate it proposes to elect and request the Ecclesiastical Authority's consent. The Vestry shall afford the Ecclesiastical Authority the opportunity to communicate with the Vestry about the candidate. If the Ecclesiastical Authority consents to the election, the Vestry may then elect the candidate as Rector. To be elected at least seventy-five percent (75%) of the members of the Vestry must vote in favor of electing the candidate. If a Rector is elected, the Wardens shall certify the election and notify the Ecclesiastical Authority of the election in writing. If the Ecclesiastical Authority is satisfied that the Rector-elect is a duly qualified priest and that the Rector-elect has accepted the office, the Ecclesiastical Authority shall notify the Secretary of the General Convention of the Church to have the election recorded.

4.3 ***Resignation and Removal of Rector.*** Except upon mandatory resignation by reason of age, the Rector may not resign without the consent of the Vestry, and the Vestry may not remove the Rector against the Rector's will. A Rector may be removed only as allowed by and in compliance with Ecclesiastical Law. If the office of Rector becomes vacant or the Rector is incapacitated, the Wardens or other proper officers of the Parish shall take such actions as required or allowed by Ecclesiastical Law to provide for regular worship services until a new Rector can be elected or the Rector can resume his or her duties in the case of incapacity.

4.4 ***Assistant Rectors.*** With the advice and consent of the Ecclesiastical Authority, a Rector may select one or more assistant Clergy, who serve under the authority and direction of the Rector.

ARTICLE 5

Vestry

5.1 **Duties.** The Vestry is the agent and legal representative of the Parish in all matters concerning the property held by the Parish and the relation of the Parish to its Clergy. In addition to such other responsibilities as prescribed by Ecclesiastical Law, it is the duty of the Vestry to take charge of the property held by the Parish; to elect and call a Rector; to promote the good stewardship of the Parish's resources; to provide for and preserve the Parish Register and other records; to prepare an annual Parish budget; to support and maintain the Parish's Clergy; to keep order during divine service; to pay all assessments on the Parish, including those in support of the Diocese; and in general to act as helpers to the Clergy in whatever is appropriate to laypersons for the furtherance of the Gospel, it being understood, always, that the spiritual concerns of the Parish are under the exclusive direction of the Clergy in subordination to the Ecclesiastical Authority and Ecclesiastical Law. Other specific duties may be further defined within vestry-approved policy.

5.2 **Size of Vestry.** The Vestry shall consist of nine (9) members elected by the Parish.

5.3 **Qualifications for Service.** A person must be a Voting and Qualified Member in order to be elected as a member of the Vestry. A Vestry member who was appointed to fill an unexpired term due to a vacancy is eligible for election to the Vestry following the expiration of that term. In all other cases a member of the Vestry may not stand for re-election until he or she has been separated from the Vestry for at least one year. Other specific qualifications and expectations may be further defined within vestry-approved policy.

5.4 **Terms.** The elected Vestry members shall serve staggered terms of three (3) years each; therefore, at each annual Parish meeting one-third (1/3) of the members of the Vestry whose terms are expiring shall be elected. A Vestry member's term shall begin immediately following his or her election. Notwithstanding the foregoing, although an existing Vestry member's term may have expired he or she shall hold office until his or her successor has been elected.

5.5 **Meetings.** The Vestry shall meet at least monthly, unless the Vestry by majority vote and with the consent of the Rector approves a different schedule. Vestry meetings are open to all members of the Parish, except when the Vestry adjourns to executive session. Regarding its meetings:

(a) The Vestry need not give notice of regular meetings or specify a purpose for any regular meeting. The Rector may call a special meeting of the Vestry. In the absence of a Rector, the Senior Warden shall call a special meeting of the Vestry if a majority of the Vestry members request that he or she do so. Notice of a special meeting of the Vestry must be given to each Vestry member and the Rector and to the other Clergy and officers of the Parish, and such notice must be given at least [five (5) days] in advance of such meeting unless the person calling the special meeting concludes that an emergency or extenuating circumstances justify a shorter notice period or an immediate meeting. Any notice of a special meeting must include the date, time and place of the meeting, the purpose of the meeting. No business may be transacted at a special meeting except that which was specified in the notice. The Secretary shall be responsible for ensuring that notice of the

special meeting is given as herein required, and in the absence of a Secretary the Wardens shall be responsible for ensuring that the required notice is given.

(b) Those persons with seat, voice and vote at a Vestry meeting may participate in a regular or special meeting of the Vestry, or such meeting may be conducted through the use of any means of communication by which all members of the participating may simultaneously hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting and may vote through electronic means.

(c) The presence of a majority of the members of the Vestry shall constitute a quorum for the transaction of business at a Vestry meeting.

(d) The Rector or a member of the Vestry as designated by the Rector shall preside at Vestry meetings. In the absence of the Rector or his or her designee, the Wardens, according to seniority by title, shall preside at a Vestry meeting.

(e) The Rector has seat, voice and vote in all matters before the Vestry, except that the Rector shall have no voice or vote as to matters relating to his relationship with the Parish or in which he or she has a conflict of interest. Other Clergy of the Parish shall have seat and voice but no vote as to matters before the Vestry.

(f) Unless a member of the Vestry or the Rector, an officer of the Parish and other Clergy of the Parish shall have seat and voice but no vote as to matters before the Vestry.

(g) Any person attending a meeting of the Vestry who is not a member of the Vestry or Clergy or an officer of the Parish shall be a visitor with no right to speak on any matter before the Vestry without the prior approval of the Vestry.

(h) Except as may be otherwise required by Ecclesiastical Law or these Bylaws, any action of the Vestry requires the affirmative votes of a simple majority of those present and voting at a meeting at which there is a quorum. No Vestry member is permitted to vote by absentee ballot or proxy.

(i) Unless governed by Ecclesiastical Law, any specific bylaw or any special rule of order that may be adopted, the latest edition of Robert's Rules of Order shall govern as to all matters of parliamentary procedure at any Vestry meeting.

5.6 Delegation of Authority to Execute and Delivery Documents. The Parish, acting through the Vestry, may delegate to the Rector, one or both Wardens, Secretary or the Treasurer, generally or as to specific instances, due authority to execute and deliver on behalf of the Parish such contracts, deeds, deeds of trust, notes, checks, drafts and other instruments and documents as the Vestry may deem necessary or proper.

5.7 Nominating Committee. The entire Vestry shall assume the duties of a Nominating Committee (until such time that the Vestry creates a change via a separate policy) for the purpose of

identifying a suitable number of Qualified Members to stand for election to the Vestry at the annual Parish Meeting. With regard to the Nominating Committee, the following shall apply:

(a) Vestry shall develop a list of eligible nominees that are willing to devote the time, energy and effort necessary for service on the Vestry. It is requested, but not required, that a number of eligible nominees be in excess of the number of positions that are to be filled by the election.

(c) Any member of the Parish shall have the right to submit the name of any person he or she would like to have considered as a nominee for election to the Vestry. All submittals must be made no later than thirty (30) days before the annual Parish meeting in order to be considered. The Vestry shall determine if each person whose name has been timely submitted is eligible for election, and if such person is eligible his or her name will be included in the list of nominees.

5.8 *Standing Committees.* The Vestry and Rector may be supported in their work by standing committees, which, if established, shall remain subject to the supervision and ultimate control of the Rector and the Vestry.

(a) *Designation.* From time to time, the Vestry, with the advice and consent of the Rector, may establish a standing committee, and in the process of doing so the Vestry shall specify in writing the purposes for which the standing committee is being created and its rights and responsibilities.

(b) *Composition.* The Vestry, with the advice and consent of the Rector, shall appoint members to any standing committee, including a chairperson for such committee. Any Voting Member may serve on a standing committee. The Secretary shall maintain a list of the standing committees' members.

(c) *Term.* A person appointed to serve on a standing committee shall serve for a term of one year, although such person shall hold office until his or her successor has been appointed or the standing committee is dissolved. A person may be appointed up to three (3) consecutive years total. A person having served three years on a particular standing committee may be appointed to another standing committee without a one-year hiatus.

(d) *Vacancies.* In the event of the death, resignation, or removal of a member of a standing committee, the Vestry, with the advice and consent of the Rector, shall appoint a Voting Member to fill the vacancy for the unexpired term.

(e) *Meetings.* Each standing committee shall meet as necessary to conduct its business. The committee shall keep records of its activities and periodically report to the Rector and the Vestry. Meetings are open to any member of the Parish. However, visitors must seek permission from the meeting chair before speaking.

5.9 *Ad Hoc Committees.* The Vestry, with the advice and consent of the Rector, may create and charge other committees to undertake specific tasks in the governance of the Parish. In the process of creating any such committee the Vestry shall specify in writing the purposes for which the committee is being created and its rights and responsibilities. The Vestry, with the advice and consent of the Rector, shall appoint the committee members, including the chairperson of any such committee. Each such committee shall dissolve upon completion of its work.

5.10 *Resignation of a Vestry Member.* A member of the Vestry may resign at any time by tendering his or her resignation in writing to the Rector or to a Warden. The Vestry need not accept the resignation for it to be effective.

5.11 *Removal of Vestry Member.* A member of the Vestry may be removed at any time for due cause upon a vote of removal by at least seventy-five percent (75%) of the members of the Vestry; provided, however, notice of the proposed removal and the reasons for the same must have been given to such Vestry member at least ten (10) days in advance of the meeting at which such matter is considered. Grounds for removal include, without limitation, the following: conduct in violation of Ecclesiastical Law or otherwise detrimental to the mission and best interests of the Parish; failure to disclose a conflict of interest as to any matter before the Vestry and, if appropriate, abstain from Vestry deliberations and determinations as to such matter; absence without excuse or good cause shown from four (4) consecutive regular Vestry meetings or from six (6) regular or special Vestry meetings within one calendar year; breach of confidentiality with respect to matters discussed or acted upon by the Vestry in a duly convened executive session; ineligibility for office; failure to attend with reasonable diligence to his or her duties as a Vestry member; or failure to attend divine services with reasonable frequency and otherwise participate in the corporate life of the Parish, in either case without excuse or good cause shown. The Wardens shall be responsible for ensuring that the notice as herein required is timely given. Any deliberation or action by the Vestry relating to the removal of a Vestry member shall occur in executive session only.

5.12 *Filling Vestry Vacancies.* In the event of the death, resignation, or removal of a Vestry member, a majority of the remaining members of the Vestry may appoint a Voting and Qualified Member to fill the vacancy for the unexpired term. If such a majority of the Vestry fails or refuses to act, the Ecclesiastical Authority may call a special Parish Meeting in accordance with Ecclesiastical Law to fill such vacancy.

ARTICLE 6 **Officers**

6.1 *Officers.* The officers of the Parish are the Rector, Senior Warden, Junior Warden, Treasurer and Secretary. Upon nomination by the Rector, the Vestry shall elect from its members two persons, one to serve as Senior Warden and one to serve as Junior Warden. The Vestry also shall elect the Secretary and Treasurer, who may or may not be members of the Vestry. No person may hold more than one office at the same time.

6.2 Qualifications and Terms.

(a) Wardens must be members of the Vestry who are 18 years of age or older. Each Warden shall be appointed to a term of one year, although such person shall hold office until his or her successor has been appointed. A person serving as a Warden may be appointed to no more than two consecutive terms as a Warden during his or her current tenure as a member of the Vestry.

(b) The Treasurer must be a Qualified Member who is eighteen (18) years of age or older. The Treasurer shall be appointed to a term of one year. A person appointed as Treasurer shall hold such office until his or her death, resignation or removal by the Vestry or until the

expiration of his or her term. Despite the expiration of his or her term, such person shall continue to serve until his or her successor has been appointed. A person may be appointed up to three (3) consecutive years total.

(c) The Secretary, also referred to as a Clerk, must be a Qualified Member who is eighteen (18) years of age or older. The Secretary shall be appointed to a term of one year, although such person shall hold office until his or her successor has been appointed. A person appointed as Secretary shall hold such office until his or her death, resignation or removal by the Vestry or until the expiration of his or her term. Despite the expiration of his or her term, such person shall continue to serve until his or her successor has been appointed. A person may be appointed up to three (3) consecutive years total.

6.3 *Duties.*

(a) The Wardens shall be responsible for providing the elements for Holy Communion; collecting alms at the administration of Holy Communion; keeping and disbursing such alms in case the Parish is without a minister; and while the Parish is without a minister, providing for the holding of public worship and instruction of the congregation by occasional clerical services or by lay reading, as the circumstances may permit. The Wardens shall have such other duties as may be prescribed by Church Canons, Diocesan Canons, or the Vestry. The Wardens shall have such other duties as may be prescribed by Ecclesiastical Law or the Vestry.

(b) The Treasurer is to ensure that funds of the Parish are properly received and disbursed and that there is an accurate accounting of the funds delivered to or held by the Parish. The Treasurer is to be adequately bonded. The Treasurer shall have such other duties as may be prescribed by Ecclesiastical Law or the Vestry.

(c) The Secretary is responsible for recording and maintaining minutes of all Parish meetings, recording and maintaining minutes of all Vestry meetings, attesting the public acts of the Vestry, and preserving all records and papers of or belonging to the Parish. The Secretary shall perform such other duties as prescribed by these Bylaws or by Ecclesiastical Law or the Vestry. A person leaving the office of Secretary shall faithfully deliver all records and papers of the Parish in his or possession to the person that is the successor to the office of Secretary.

6.4 *Other Officers.* The Vestry may designate other officers of the Parish with such terms, powers and duties as the Vestry shall determine.

ARTICLE 7

Diocesan Convention Delegates

From time to time and in accordance with and subject to any requirements as may be set forth by Ecclesiastical Law, the Vestry shall elect delegates and alternate delegates to represent the Parish at any annual or special Diocesan Convention. A delegate or alternate delegate must be a Voting Member. Once elected, the Rector shall send notice of the same to the secretary of the

Diocesan Convention consistent with the requirements of Ecclesiastical Law. Each delegate or alternate delegate shall hold such position until his or her successor is appointed.

ARTICLE 8

Accounting and Financial Matters

8.1 *Fiscal Year.* The fiscal year of the Parish is the calendar year.

8.2 *Fiscal Policy.* The Vestry shall have responsibility as to matters of fiscal policy of or relating to the Parish, subject to the requirements of Ecclesiastical Law.

8.3 *Funds.* The handling of any or all of the cash, funds and investments of the Parish, including the purchase, custody, sale and transfer of the same, shall be the responsibility of the Vestry, although the same may be delegated by the Vestry to the Wardens, the Treasurer and/or to a standing committee of the Parish, if the same is established, either generally or as to specific instances, but subject to the ultimate direction and control of the Vestry.

8.4 *Electronic Bookkeeping or Accounting System.* Should the Parish or any officer wish to employ or use an electronic bookkeeping or accounting system, approval of such system must be obtained from the Ecclesiastical Authority or its designee.

8.5 *Indebtedness.* The Parish has the authority to borrow money, provided, however, no indebtedness shall be incurred, renewed or extended by or on behalf of the Parish without the express approval of the Vestry and the Parish may not encumber any real property as collateral for any debt without first notifying the Executive Council of the Diocese and obtaining the consent of the Bishop of the Diocese and the consent of the Standing Committee of the Diocese.

8.6 *Books of Account.* The Treasurer shall keep proper books of account for the Parish as to provide the basis for satisfactory accounting, prepare periodic interim financial statements at least monthly, and prepare annual financial statements. The financial statements shall consist of a statement of financial position (balance sheet), a statement of activities (income statement) and a statement of cash flows. The financial accounts of the Parish are to be maintained in compliance with Ecclesiastical Law and such other standards as may be prescribed by the Church or Diocese, including, without limitation, *the Manual of Business Methods in Church Affairs* provided by the Church and as the same may be amended from time to time.

8.7 *Audits.* The Parish's financial statements and accounts, including any discretionary accounts of the Rector, shall be audited annually by an independent certified public accountant, or independent licensed public accountant, or such committee or such committee or agency as may be allowed by Ecclesiastical Law. All audit reports, financial statements, footnotes and supplementary schedules, including memorandum issued regarding the sufficiency of internal controls or other accounting matters and a summary of action taken or proposed to be taken to correct deficiencies or implement recommendations contained in any such memorandum, are to be filed with the Ecclesiastical Authority within 30 days following the date of the report, and in no event later than September 1 of the year following the year covered by the audit report.

ARTICLE 9

Property Matters

9.1 *Property Held in Trust.* All real and personal property of the Parish is held in irrevocable trust for the Diocese and the Church. The existence of this trust, however, shall in no way limit the power and authority of the Parish, otherwise existing over such property so long as the Parish remains a part of and subject to the Church and the Constitution and Canons of the Church.

9.2 *Real Property.* The Parish shall not acquire real property, whether by purchase, gift, bequest or otherwise, without the prior advice and consent of the Ecclesiastical Authority or the Chancellor of the Diocese to ensure compliance with Ecclesiastical Law. The Parish must adequately insure all of its buildings and their contents, with such coverage and limits to be at least at such minimums as may be prescribed by the Church or Diocese. The Parish may not sell, convey, transfer, abandon, dispose of or encumber any real property of the Parish without first notifying the Executive Council and obtaining the consent of the Bishop of the Diocese and the consent of the Standing Committee of the Diocese.

ARTICLE 10

Church Records and Recordkeeping

10.1 *Parish Records.* All documents or records of the Parish, including those produced or generated by the officers of the Parish in performing the duties of their office and in whatever format, shall at all times be and remain the property of the Parish, but held by it in trust for the benefit of the Diocese and Church.

10.2 *Security of and Access to Electronic Recordkeeping Systems.* To the extent any records of the Parish are kept in an electronic format, including those maintained or generated by an officer of the Parish, such system or systems used for keeping such records must be reasonably secure to prevent unauthorized access to such records or an impermissible disclosure of confidential information. Moreover, each officer shall provide the Rector and Wardens such passwords and instructions as needed to allow them or others any of them may designate access to such electronic records, and such officer shall immediately advise the Rector and Wardens of any change with regard to a password or any procedure for accessing such electronic records. In addition, upon request of the Ecclesiastical Authority the officers of the Parish shall provide the Ecclesiastical Authority or its designees such passwords and instructions as needed to obtain access to such electronic records, and such officers shall immediately advise the Ecclesiastical Authority or its designees of any change with regard to a password or procedure for accessing such electronic records.

10.3 *Annual Parochial Report.* The Rector and the Vestry shall be jointly responsible for preparing and filing with the Church and the Ecclesiastical Authority, in the form required by the Church and the Diocese, an annual Parochial Report that includes the following information: (a) the

number of baptisms, confirmations, marriages and burials during the year; (b) the total number of baptized members; (c) the total number of communicants in good standing; (d) the total number of communicants in good standing under 16 years of age; (e) a summary of all the receipts and expenditures from whatever source derived and for whatever purpose used; and (f) such other relevant information as is needed to secure an accurate view of the state of Parish and/or the Church. The Vestry must approve the annual Parochial Report before it is filed with the Ecclesiastical Authority. After approval, the annual Parochial Report must be filed with the Church and Ecclesiastical Authority by March 1 following the close of the calendar year to which the report applies.

10.4 *Maintenance of Parish Register.* The Rector, or the Wardens if there is no Rector, shall maintain a Parish Register, in the form adopted by the Church, to record all baptisms, confirmations, receptions, letters of transfer, marriages and burials. The Rector is the custodian of the Parish Register, and great care shall be taken to preserve the Parish Register. The Parish Register is to remain with and at the Parish at all times.

ARTICLE 11

Notices and Electronic Communications

11.1 *Options for Giving Notice.* Unless these Bylaws expressly provide otherwise, any notice required by these Bylaws may be given by U.S. postal service, by overnight delivery service, or by electronic transmission, such as telephone, facsimile, electronic mail, voice mail, or other similar medium. Notice may also be delivered in person. Receipt of notice must not be contingent upon the recipient's payment of any charges as a prerequisite to the notice's receipt. Effective notice must be posted or transmitted to recipient's address, telephone number, facsimile number, or electronic mail address as shown on the books or in the records of the Parish and in a manner normally used for the posting or transmission of information in the medium chosen. Unless these Bylaws expressly provide to the contrary, the time when the person sends notice constitutes the time of the giving of notice, and the burden of proving notice rests on the sender.

11.2 *Electronic Transmissions.* Unless these Bylaws provide otherwise, whenever the Bylaws require that communication be in writing, the requirement may be satisfied by an electronic transmission. For purposes of this Section, the term "electronic transmission" means any form of communication not directly involving the physical transmission of paper that creates a record that may be retained, retrieved and reviewed by a recipient thereof and that may be directly reproduced in paper form by such a recipient through an automated process.

ARTICLE 12

Dissolution of Connection with Diocese or Church

If the connection between this Parish and the Diocese or the Church should be dissolved, then upon such occurrence all members of the Vestry and all other officers of the Parish shall automatically be relieved of office and duty, and the Trustees of the Diocese shall take charge of any property of the Parish and exercise all rights as to the same, including the use of any such property

to satisfy debts or obligations of the Parish and the transfer or conveyance of any such property to the Diocese or the Church.

ARTICLE 13

Dissolution of Parish

If this Parish should become inactive for at least two (2) years or should this Parish become extinct for want of a congregation, then upon such occurrence all property of the Parish shall vest in the Trustees of the Diocese, without the requirement of deed or other action, and any person in possession or control of any property of the Parish shall convey or transfer the same to the Trustees of the Diocese.

ARTICLE 14

Amendments

These Bylaws may be amended or repealed, in whole or in part, (a) with the approval of at least seventy-five percent (75%) of all Vestry Members at each of two (2) duly called meetings of the Vestry. The Secretary shall record all approved changes to these Bylaws in the records of the Parish or, in the alternative, may restate these Bylaws to reflect such changes and indicate the date of such restatement.

ARTICLE 15

Authority Acknowledged

The Parish accedes to the doctrine, discipline and worship of the Church and the Diocese and acknowledges their authority.

The undersigned hereby certify that the foregoing constitutes a true and correct copy of the Bylaws of the Parish as adopted by the Vestry on December 20, 2022.

Karen Morris, Secretary

Michael Lodico, Senior Warden

Joslyn Ogden Schaefer, Rector

